

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING  
OF THE EQUITY SHAREHOLDERS**

NOTICE BE AND IS HEREBY GIVEN THAT THE TWENTY-NINTH (29<sup>TH</sup>) EXTRA-ORDINARY GENERAL MEETING ("EGM" / "MEETING") {Sr. No. 05 / FY 2021-22} OF FSN E-COMMERCE VENTURES LIMITED ("COMPANY") WILL BE HELD AT A SHORTER NOTICE ON THURSDAY, SEPTEMBER 30, 2021 AT 02:00 PM, INDIAN STANDARD TIME (IST) THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY AT DEEMED VENUE OF REGISTERED OFFICE OF THE COMPANY SITUATED AT 104, VASAN UDYOG BHAVAN, SUN MILL COMPOUND, TULSI PIPE ROAD, LOWER PAREL, MUMBAI – 400013, TO TRANSACT THE FOLLOWING BUSINESSES AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS.

**SPECIAL BUSINESS:**

**Resolution No: 1**

**AMENDMENTS IN THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY**

**To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, and rules made thereunder, including the Companies (Incorporation) Rules, 2014, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, as amended and the Securities Contracts (Regulation) Rules, 1957, as amended, subject to the necessary approvals required, of the Registrar of Companies ("ROC"), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares, and the Second Amendment Agreement dated September 18, 2021 to The Amended and Restated Shareholders' Agreement dated April 21, 2020 entered into amongst the Company, Promoters, Investors, Adwaita Nayar and Anchit Nayar, the consent and approval of the Shareholders of the Company be and is hereby accorded for the amendments in the existing Article Numbers 103, 114, 127(a) and 135 under Part B of existing set of the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the existing Article 103 be and is hereby amended and substituted with the following article as *the Chairperson of the Board shall be entitled to take the chair at every General Meeting. If at any meeting, the Chairperson is absent 15 minutes from the time appointed for holding such meeting or he/she is unwilling to act, then in that case, the Directors present shall choose a Chairperson from amongst themselves, and, if no Director present is willing to take the Chair, the members present shall choose one of the members to be the Chairperson.*"

**"RESOLVED FURTHER THAT** the existing Article 114 be and is hereby amended and substituted with the following article read as *(a) With effect from the date of receipt of final listing and trading approvals from the stock exchanges on which the equity shares of the Company are proposed to be listed, following an initial public offering of the equity shares of the Company and, subject to the approval of the Shareholders through a special resolution passed in the first general meeting held after receipt of such listing and trading approvals, (i) as long as Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust and their respective promoter group continue to hold at least in excess of 25% of the paid-up equity share capital of the Company, Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust shall, collectively, have the right to nominate up to 50% of the number of Directors to the Board subject, to compliance with applicable law; and (ii) as long as Ms. Falguni Nayar, Mr. Sanjay Nayar, the Falguni Nayar Family Trust and the Sanjay Nayar Family Trust*



continue to be classified as promoters of the Company, they shall, collectively, have the right to nominate up to 1/3<sup>rd</sup> of the number of Directors to the Board (rounded up to the higher integer), subject, to compliance with applicable law.”

“**RESOLVED FURTHER THAT** the existing Article 127(a) be and is hereby omitted, which was as follows “*Subject to the provisions of the Act, the period of office as Director in case of Mr. Sanjay Nayar and Mrs. Falguni Nayar, for as long as their total number does not exceed one-third of the total number of directors on the Board excluding Independent Directors or the total number of Directors that are permitted under the Act to be appointed without being liable to retire by rotation, whichever is lower, shall not be liable to determination by retirement by rotation of directors and their number shall not be taken into account in determining the retirement by rotation of Directors. However, if their total number exceeds one-third of the total number of Directors on the Board excluding Independent Directors or the total number of Directors that are permitted under the Act to be appointed without being liable to retire by rotation, whichever is lower, the Board shall decide as to which of them shall have their period of office be liable to determination by retirement by rotation. The Board shall take the required decision in this respect in the meeting first held immediately after the insertion of this Article and thereafter every time as and when the total number of Directors is increased or decreased.*”

“**RESOLVED FURTHER THAT** the existing Article 135 be and is hereby amended and substituted with the following article read as “*All meetings of the Directors shall be presided over by the Chairperson, if present, but if at any meeting of the Directors, the Chairperson is absent 15 minutes from the time appointed for holding such a meeting or he/she is unwilling to act, then in that case, the Directors present shall choose a Chairperson from amongst themselves.*”

**RESOLVED FURTHER THAT**, any Director of the Company, Mr. Arvind Agarwal - Chief Financial Officer and Mr. Rajendra Punde – Company Secretary, be and are hereby jointly or severally authorized authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolutions.

**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

**Resolution No: 2**

**TO APPROVE THE AMENDED EMPLOYEE STOCK OPTION SCHEME-2012 and FSN EMPLOYEES STOCK SCHEME – 2017 (ESOS SCHEMES)**

**To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB and SE Regulations 2021**”) and other applicable laws, rules and regulations (including any statutory amendment, modification or re-enactment to the Companies Act or the regulations for the time being in force), subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, based on the recommendation of the nomination and remuneration committee (“**Nomination and Remuneration Committee**”) and the board of directors (“**Board**”) of FSN E-Commerce Ventures Limited (“**Company**”) the approval of the members be and is hereby accorded to the amended ‘Employee Stock Option Scheme – 2012’(hereinafter referred to as the “**ESOS-2012**”) FSN Employees Stock Scheme – 2017 (“**ESOS-2017**”, together with ESOS 2012, the “**ESOS Schemes**”) for compliance with the requirements of the SEBI SBEB and SE Regulations 2021. The existing ESOS Schemes be and are hereby amended to the extent of the changes in the said regulation as described in the Statement. The copies of amended ESOS Schemes as laid before the meeting, be and is hereby approved.”



**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and the Board be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the ESOS Schemes or to suspend, withdraw or revive the ESOS Schemes, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to this resolution.

**RESOLVED FURTHER THAT**, any Director of the Company, Mr. Surender Mehta – Chief Human Resource Officer, Mr. Arvind Agarwal - Chief Financial Officer and Mr. Rajendra Punde - Company Secretary, be and are hereby jointly or severally authorized authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolutions.

**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

**Resolution No: 3**

**REVISED APPROVAL OF INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY THROUGH A REVISED FRESH ISSUE OF EQUITY SHARES OF THE COMPANY, FROM Rs. 5,250 MILLION TO Rs. 6,300 MILLION**

“**RESOLVED THAT** in partial modification of earlier resolution passed by the shareholders at its meeting held on July 16, 2021, pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations framed thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the Securities Contract (Regulation) Rules (“**SCRR**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”) including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the “**SEBI**”), the Reserve Bank of India (the “**RBI**”), Government of India (“**GOI**”) and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement(s) to be entered into between the Company and the respective recognized stock exchanges in India where the equity shares of the Company (“**Equity Shares**”) are proposed to be listed (the “**Stock Exchanges**”), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), SEBI, RBI, the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Ministry of Commerce and Industry, GOI, the Stock Exchanges, and all other appropriate statutory authorities and departments (collectively the “**Regulatory Authorities**”) and any third parties, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include the IPO committee (“**IPO Committee**”)) or any other duly constituted committee of the Board, consent of the members of the Company be and is hereby accorded for an initial public offering of Equity Shares and the Board be and is hereby authorised to create, offer, issue, allot and/or transfer such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to ₹ 6,300 million (“**Fresh Issue**”) and an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders (“**Selling Shareholders**”) of the Company who



have indicated their intent to participate in the offer for sale ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), in both cases, such consent of the members shall be subject to the prevailing market conditions and other relevant factors (with an option to the Company to retain an over-subscription to such extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment) including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO Placement in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the global co-ordinators and book running lead managers ("**GCBRLMs**") and book running lead managers so appointed ("**BRLMs**", together with the GCBRLMs, the "**Lead Managers**") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company, in consultation with the Lead Managers in accordance with the SEBI ICDR Regulations.

**"RESOLVED FURTHER THAT** subject to, and in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the Lead Managers and as may be permissible under Applicable Laws."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the Lead Managers in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the Lead Managers decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, trusts / societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are eligible and permitted to invest in the Equity Shares as per Applicable Law (collectively referred to as the "**Investors**"), through an offer document, prospectus and / or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in their discretion, deem fit, including in consultation with the Lead Managers, Selling Shareholders, underwriters, placement agents and / or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, the number of securities to be allotted or transferred in each tranche, issue price, listing on one or more stock exchanges in India as the Board in their absolute discretion deems fit in relation to the Offer, in consultation with the Lead Managers, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the



Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and in consultation with the Lead Managers, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of Equity Shares ("Pre-IPO Placement") to certain investors up to such number of Equity Shares/ up to such amount and at such price as the Board may determine, in consultation with the Lead Managers, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR.

**RESOLVED FURTHER THAT** the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the Lead Managers, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees of upto 1% of issue size at a discount upto 10% (the "Reservation") or to provide a discount to the Offer price to retail individual bidders, eligible employees or such other eligible categories of investors (the "Discount"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

**RESOLVED FURTHER THAT**, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, and other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA and in consultation with the Lead Managers.

**RESOLVED FURTHER THAT** the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.



**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to green shoe option) shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares in all respects, including rights in respect of dividend.

**RESOLVED FURTHER THAT** in consultation with the Stock Exchanges and as may be permitted under the SEBI ICDR Regulations, retain an oversubscription, to such extent of the net Offer size may be made for the purpose of making allotment in minimum lots for the purpose of rounding off to the nearest integer, while finalizing the basis of allotment.

**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the Lead Managers.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board, in consultation with the Lead Managers, to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with applicable law.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT**, any Director of the Company, Mr. Arvind Agarwal – Chief Financial Officer and Mr. Rajendra Punde - Company Secretary, be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolutions.

**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

**Date and Place: Mumbai, September 18, 2021**

**CIN: U52600MH2012PLC230136**

**Registered Office:**

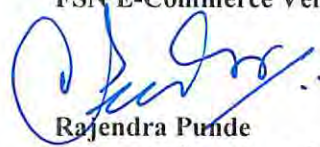
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**By the Order of the Board of Directors of  
FSN E-Commerce Ventures Limited**



**Rajendra Punde**

**Company Secretary & Compliance Officer**

**Mem. No.: A9785**



**NOTES:**

1. The Statement stating material facts and reasons, under Section 102 of the Companies Act, 2013 (“Act”), as amended, in respect of the special business and proposed resolution is annexed herewith and forms part of the notice.
2. In view of difficulties faced by stakeholders on account of the threat posed by COVID-19 pandemic and its continuation in the current year, social distancing norms and the restrictions on movement of persons within the country, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No 33/2020 dated September 28, 2020 read with Circular No 22/2020 dated June 15, 2020, Circular No 14/2020 dated April 8, 2020, Circular No 17/2020 dated April 13, 2020, Circular No 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021, respectively (collectively referred to as “MCA Circulars”) permitted the holding of the EGM without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Companies Act”), MCA Circulars and with reference to Clarification / Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020 issued by The Institute of Company Secretaries of India, the EGM of the Company is being held through video conferencing (“VC”) facility without the physical presence of the Members at a common venue. Hence, members are requested to attend and participate in the ensuing EGM through VC.
3. As per the provisions of General Circular No. 20/2020 dated May 05, 2020, the matter of Special Business appearing at Item No. 1 to 3 of the accompanying Notice, is considered by the Board to be unavoidable and hence, forms part of this Notice.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
5. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than EGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The members are requested to accord their consents to hold the meeting at a shorter notice.
6. In view of the extraordinary circumstances due to pandemic caused by COVID-19, and in line with the MCA Circulars, the physical copies of the Notice of the EGM are not being dispatched and have been sent through electronic mode to all the Members on their e-mail IDs registered with the Company. Members are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, DPID/Client ID or Folio Number and Number of shares held by them, to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
7. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.
8. The Institutional Investors and Body Corporates who are Members of the Company, are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and



- cast their votes. Such Members are requested to send a duly certified copy of the Board Resolution in this regard.
9. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
  10. The Members may join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  11. Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  12. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically. In view of the extraordinary circumstances due to pandemic caused by COVID-19, and in line with the MCA Circulars, the physical copies of the Notice of the EGM as well as the weblink for joining the meeting are being sent only through electronic mode to all the Members on their e-mail IDs registered with the Company. Members are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, DPID/Client ID or Folio Number and Number of shares held by them, to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
  13. The Company's Registrar and Transfer Agents for its share registry work (Electronic) are Link Intime India Pvt. Ltd. having its office at C-3, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078.
  14. In terms of the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice convening the EGM has been uploaded on the website of the Company at [www.nykaa.com/investor-relations](http://www.nykaa.com/investor-relations).
  15. All the relevant documents referred to in the Notice and the accompanying Statement as well as other documents as required under the provisions of the Companies Act, 2013 will be open/available through electronic mode for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the EGM. In this context, the Members are requested to send the requisition e-mail on [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com). Further, all the documents referred to in the Notice will be open for inspection through electronic mode during the EGM.
  16. Since the EGM will be held through VC, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.
  17. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at at the designated email ID of the Company - [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com).

**INSTRUCTIONS FOR MEMBERS FOR VOTING AT THE EGM ARE AS UNDER:-**

- (1) A member shall be entitled to attend and vote either by show of hands if the Chairman allows or by sending their assent/dissent via email [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com) ("Designated email ID").





- (2) In case a poll is required, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails can only be sent to Mr. Rajendra Punde – Head Legal, Company Secretary and Compliance Officer at [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com) with copy marked to [sanjay.dubey@nykaa.com](mailto:sanjay.dubey@nykaa.com), [pratik.bhujade@nykaa.com](mailto:pratik.bhujade@nykaa.com) and [shreekant.sawant@nykaa.com](mailto:shreekant.sawant@nykaa.com). Members casting their vote through email should do so only during the Meeting and not at any time before the commencement of the Meeting. If any email is received after the closure of the Meeting, it will be considered that no reply from the member has been received. Additionally, please note that the vote cast through an email shall be considered invalid if :
- (i) it is not possible to determine without any doubt the assent or dissent of the member; and/or
  - (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
  - (iii) the member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

**Instructions for Members for attending the EGM through VC are as under:**

- a) The Company has made arrangements to allow members to participate through VC/OAVM. Members are requested to log in to the link [meet.google.com/vrn-pbsu-muz](https://meet.google.com/vrn-pbsu-muz) in order to attend the Meeting.
- b) After clicking on the weblink, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (if asked) and join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
- c) In case of Android / iPhone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store / App Store.
- d) Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the Meeting on Mobile App.
- e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f) For any queries in relation to attending the EGM through VC/OAVM or any assistance with using the technology to attend the EGM, the members may reach out to Mr. Rajendra Punde, Head – Legal, Company Secretary and Compliance Officer at [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com).
- g) The facility to join the EGM shall be kept open fifteen minutes before the scheduled time of Meeting and shall not be closed till the expiry of fifteen minutes after the scheduled time of Meeting.

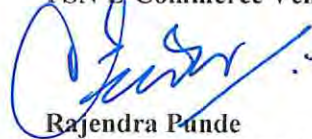
**Date and Place: Mumbai, September 18, 2021**

**CIN: U52600MH2012PLC230136**

**Registered Office:**

104, Vasan Udyog Bhavan,  
Sun Mill Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400013,  
Maharashtra  
Email id : [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com)  
Website : [www.nykaa.com](http://www.nykaa.com)  
Tel No: +91 22 6614 9696

**By the Order of the Board of Directors of  
FSN E-Commerce Ventures Limited**



**Rajendra Punde**

**Company Secretary & Compliance Officer**

**Mem. No.: A9785**



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRA ORDINARY GENERAL MEETING "EGM" OF FSN E-COMMERCE VENTURES LIMITED**

The following Statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 1 to 3 of the accompanying Notice dated September 18, 2021.

**Resolution No: 1**

In order to undertake the proposed initial public offer of the equity shares of the Company ("Equity Shares") by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("Fresh Issue") and/or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders ("Selling Shareholders") of the Company who have indicated their intent to participate in the offer for sale ("Offer for Sale" and together with the Fresh Issue, the "Offer"), the Company is required to ensure that the Articles of Association of the Company (the "AoA") conform to the requirements prescribed by the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to make amendments in Article No. 103, 114, 127(a) and 135 of Part B of existing the AoA that shall conform to the requirements and directions provided by the stock exchanges. Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

Copy of amended Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the company.

The Board recommends the resolutions set out at Item No.1 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Resolution No: 2**

The Company has set up ESOS 2012 and 2017 Policies with the objective to retain talent and align the interest of the employees with the Company as well as to motivate them to contribute to its growth and profitability. The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company in the years to come.

In the Company's approach towards the proposed Initial Public Offer, the Company had aligned the ESOS 2012 and 2017 Policies by amending the said Policies in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations and guidelines.

Employee Stock Option Scheme-2012 and FSN Employees Stock Scheme – 2017 ("ESOS Schemes") are now proposed to be amended in order to comply with the regulatory requirements in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations")

The Shareholders at its general meeting held on July 16, 2021 had approved the amendments to ESOS Schemes by amending the said Policies in compliance with Securities and Exchange Board of India (Share



Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The SEBI have notified the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI ESOP SBEB and SE Regulations 2021**”) effective August 13, 2021. These regulations have merged the erstwhile SEBI (Issue of Sweat Equity) Regulations, 2002 (“Sweat Equity Regulations”) and SEBI (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”), into a single Regulation. In the Company’s approach towards the proposed Initial Public Offer, it is necessary to align by amending the said Policies in compliance with SEBI ESOP SBEB and SE Regulations 2021 and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable.

Based on the approval of the Nomination and Remuneration Committee on September 17, 2021 and the Board of Directors of the Company (“**Board**”) on September 18, 2021 and subject to the approval of the Members, it is proposed that the ESOS Schemes be amended in order to comply with the regulatory requirements in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”).

**Features of the amended FSN Employees Stock Schemes to align with provisions of SEBI ESOP SBEB and SE Regulations 2021 are given as under**

<i>Sr. No.</i>	<i>Position under Existing Schemes</i>	<i>Position under Amended Schemes</i>	<i>Amendment Proposed</i>
1.	<p>“Employee” means:</p> <p>(i) a permanent employee of the company who has been working in India or outside India; or</p> <p>(ii) a director of the company, whether a whole time director or not but excluding an independent director; or</p> <p>(iii) an employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the company</p> <p>(iv) but does not include—</p> <p>(a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;</p>	<p>“Employee” means:</p> <p>A) Prior to the listing of Equity Shares:- the definition of employee remain same as stated originally.</p> <p>B) Post to the listing of Equity Shares:-</p> <p>(i) an employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>(ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(iii) an employee as defined in clause (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include –</p> <p>(a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(b) a director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten</p>	<p>Pursuant to the amendment in regulation, the definition is amended.</p>

Sr. No.	Position under Existing Schemes	Position under Amended Schemes	Amendment Proposed
		<i>per cent of the outstanding equity shares of the Company;</i>	
2.	Grant date means the date on which the Nomination and Remuneration Committee approves the grant;	Grant date means the date on which the Nomination and Remuneration Committee approves the grant;  <i>Explanation – For accounting purposes, the grant date will be determined in accordance with applicable accounting standards.</i>	Pursuant to the amendment in regulation, the explanation to the definition is added.
3.	The Exercise Price shall be as specified in the Letter of Grant. The Nomination and Remuneration Committee will have the discretion to determine the Exercise Price subject to conforming to the accounting policies as applicable and Applicable Law.	The Exercise Price shall be as specified in the Letter of Grant. The Nomination and Remuneration Committee will have the discretion to determine the Exercise Price subject to conforming to the accounting policies as applicable and Applicable Law.  <i>Provided that the Exercise Price shall be in compliance with the accounting standards specified under the SBEB Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.</i>	Pursuant to the amendment in regulation, Proviso to the clause is added.
4.	In case the employee suffers a permanent incapacity while in employment, all the options or any other benefit granted to him under a scheme as on the date of permanent incapacitation, shall vest in him on that day.	In case the employee suffers a permanent incapacity while in employment, all the options or any other benefit granted to him under a scheme as on the date of permanent incapacitation, shall vest in him on that day.  <i>Notwithstanding anything contained in the ESOS Schemes, in case of death or permanent incapacity, the minimum vesting period of one year shall not apply after the listing of the Company.</i>	Pursuant to the amendment in regulation, Proviso to the clause is added
5.	In the event of resignation or termination of the employee, all the options, or any other benefit which are granted and yet not vested as on that day, shall expire:  Provided that an employee shall, subject to the terms and conditions formulated by the Nomination and Remuneration Committee, be entitled to retain all the vested options, or any other benefit covered by the Scheme.	In the event of resignation or termination of the employee, all the options, or any other benefit which are granted and yet not vested as on that day, shall expire:  Provided that an employee shall, subject to the terms and conditions formulated by the Nomination and Remuneration Committee, be entitled to retain all the vested options, or any other benefit covered by the Scheme.  <i>Explanation - The cessation of employment due to retirement or superannuation shall not be covered under this clause, and such options or any</i>	Pursuant to the amendment in regulation, the explanation to the Clause is added.



Sr. No.	Position under Existing Schemes	Position under Amended Schemes	Amendment Proposed
		<i>other benefit granted to an employee would continue to vest in accordance with the respective vesting schedules even after retirement or superannuation in accordance with the Company's policies and the applicable law (as applicable).</i>	
6.	If there is any change in the constitution or control of the Company or any re-structuring of the Company, including but not limited to, merger, de-merger, spin-off or amalgamation of any other entity with the Company, the Options Granted will Vest subject to the minimum time for Vesting which must not be less than 12 months. The Board would have the authority to alter all or any of the terms relating to the Grant or this ESOS Schemes in general and will also have the authority to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Law, so as to ensure that the benefits under the Grant are passed on to the Employees. The Board will take appropriate actions to ensure that total value of the Options remains the same after the aforesaid corporate actions and in this regard, if necessary, issue fresh Options/shares of the holding/subsidiary companies of the Company or resultant entities emerging due to such corporate actions.	If there is any change in the constitution or control of the Company or any re-structuring of the Company, including but not limited to, merger, de-merger, spin-off or amalgamation of any other entity with the Company, the Options Granted will Vest subject to the minimum time for Vesting which must not be less than 12 months. The Board would have the authority to alter all or any of the terms relating to the Grant or this ESOS Schemes in general and will also have the authority to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Law, so as to ensure that the benefits under the Grant are passed on to the Employees. The Board will take appropriate actions to ensure that total value of the Options remains the same after the aforesaid corporate actions and in this regard, if necessary, issue fresh Options/shares of the holding/subsidiary/associate companies of the Company or resultant entities emerging due to such corporate actions.  <i>Further, the treatment of options shall be specified in the scheme of arrangement, amalgamation, merger or demerger, and such treatment should not be detrimental to the interest of the concerned employees.</i>	Pursuant to the amendment in regulation, clarification is added in relation to the treatment of options in case of corporate actions such as scheme of arrangement, amalgamation, merger or demerger
7.	-	<i>The Company (acting through the Board or the Nomination and Remuneration Committee) shall be entitled to vary the terms of ESOS Schemes to meet any regulatory requirement without seeking shareholders' approval by special resolution</i>	Pursuant to the amendment in regulation, new clause is added.
8.	-	<i>Funding the exercise of options :</i>  <i>1.1 Subject to applicable laws, the Company may fund or permit the empanelled stock brokers (if any) to make suitable arrangements to fund the employee for payment of exercise</i>	Pursuant to the amendment in regulation, new clause is added.



Sr. No.	Position under Existing Schemes	Position under Amended Schemes	Amendment Proposed
		<p>price, the amount necessary to meet his/her tax obligations and other related expenses pursuant to exercise of options granted under the ESOS Schemes and such amount shall be adjusted against the sale proceeds of some or all the shares of such employee.</p> <p>1.2 NRC shall formulate the detailed terms and conditions of the procedure for funding the exercise of options, as specified in Part B of Schedule – I of SBEB Regulations.</p>	
9.	-	<p><i>Buyback of Options :</i></p> <p>The NRC shall, from time to time, formulate the detailed terms and conditions of the schemes which shall, inter alia, include the provisions with respect to the procedure for buy-back of specified securities issued under these regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:</p> <p>(i) permissible sources of financing for buy-back;</p> <p>(ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and</p> <p>(iii) limits upon quantum of specified securities that the Company may buyback in a financial year.</p>	Pursuant to the amendment in regulation, new clause is added.
10.	-	<p>Upon listing, the Company shall also make the necessary disclosures under the SBEB Regulations at the time of grant, including as provided in Part G of Schedule I of the SBEB Regulations.</p>	Pursuant to the amendment in regulation, new clause is added.
11.	<p>Further, approval as aforesaid of shareholders by way of separate resolution in the general meeting shall be obtained by the company in case of:</p> <p>(i) Grant of option, shares or other benefits, as the case may be, to employees of subsidiary, or holding company;</p>	<p>Further, approval as aforesaid of shareholders by way of separate resolution in the general meeting shall be obtained by the company in case of:</p> <p>(i) Grant of option, shares or other benefits, as the case may be, to employees of <i>group company</i> including subsidiary <i>company</i> or <i>associate company</i>, or holding company;</p>	Pursuant to the amendment in regulation, 'group company' and 'associate company' added in the clause.



**Rationale for the variation of the ESOS Schemes:**

- (a) The amendments, including those mentioned herein, are proposed to be undertaken in order to comply with SEBI SBEB & SE Regulations on the listing of the Company's shares, and make corresponding changes in the ESOS Schemes.
- (b) The proposed amendments also contain certain editorial changes.
- (c) The proposed amendments are not detrimental to the interests of the current grantees of the Company.

**Details of the employees who are beneficiaries of such variation:**

All eligible employees to whom the Options have been granted under the ESOS Schemes.

The Board recommends the resolutions set out at Item No. 2 of the Notice for your approval as a Special Resolution.

The Directors (other than the Independent Directors) and other Key Managerial Personnel of the Company and its subsidiary(ies), are deemed to be concerned or interested, to the extent of Options to be granted pursuant to the ESOS Scheme and to the extent of their shareholding in the Company, if any.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

**Resolution No: 3**

The Company intends to list its equity shares ("Equity Shares") on one or more recognised stock exchanges in India, to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Offer"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the with the global co-ordinators and book running lead managers ("GCBRLMs") and the book running lead managers ("BRLMs") (Collectively "Lead Managers") and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals, to the extent necessary.

In view of the above and in terms of Sections 23, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Companies Act"), the approval of the members of the Company is required through a special resolution.

The primary issue size of Rs 5,250 million was approved by the shareholders at the 26<sup>th</sup> Extra-ordinary General Meeting held on July 16, 2021 and the company had filed its DRHP dated August 1, 2021 with the Securities and Exchange Board of India (the "SEBI").

The Board has proposed to increase in the primary issue size aggregating up to Rs. 6,300 million as compared to the existing approved issue size of up to Rs. 5,250 million i.e. increase by 20% of the existing issue size considering prevailing market conditions and additional funding requirements of the Company.

The Company proposes to create, offer, issue, allot and/or transfer such number of Equity Shares up to an aggregate amount of ₹ 6,300 million (including share premium), including by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("Fresh Issue"), on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, in consultation with the Lead Managers appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public issue by way of book building method under the SEBI ICDR Regulations. The Equity Shares, if any, allotted *vide* the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.



The Board recommends the resolutions set out at Item No. 3 of the Notice for your approval as a Special Resolution.

Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Date and Place: Mumbai, September 18, 2021**

**CIN: U52600MH2012PLC230136**

**Registered Office:**

104, Vasan Udyog Bhavan,  
Sun Mill Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400013,  
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Email id : [nykaacompanysecretary@nykaa.com](mailto:nykaacompanysecretary@nykaa.com)

Website : [www.nykaa.com](http://www.nykaa.com)

Tel No: +91 22 6614 9696

**By the Order of the Board of Directors of  
FSN E-Commerce Ventures Limited**



**Rajendra Punde  
Company Secretary & Compliance Officer  
Mem. No.: A9785**



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